

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (IKF)
)	
Debtors.)	Jointly Administered

*Bench Filed**on**11/25/02*

Re: 11/25/02 Agenda Items No. 1 & 2. Various Docket Numbers²

**ORDER APPROVING QUARTERLY FEE APPLICATIONS FOR THE
FIRST, SECOND AND THIRD PERIODS**

Upon the first, second and third quarterly fee applications (the "Applications")³ of the Professionals referenced on Exhibit A attached hereto for the periods of (i) April 2, 2001 through

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

²Re: Docket Nos. 747, 748, 767, 770, 775, 776, 783, 796, 829, 883, 953, 955, 1036, 1055, 1056, 1068, 1090, 1092, 1103, 1105, 1227, 1230, 1301, 1429, 1468, 1481, 1486, 1543, 1557, 1576, 1585, 1591, 1610, 1612, 1613, 1623, 1642, 1644, 1647, 1658, 1659, 1660, 1718, 1748, 1823, 1871, 2050, 2066, 2172, 2246, 2253, 2255, 2257, 2640, 2642.

³ Capitalized terms not defined in this order shall have the meaning ascribed to them in the Interim Compensation Order.

June 30, 2001, (ii) July 1, 2001 through September 30, 2001, and (iii) October 1, 2001 through December 31, 2001, respectively, (the "Compensation Periods") pursuant to sections 105(a) and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Fed. R. Bankr. P. 2016 and the Amended Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Interim Compensation Order"); and it appearing that the Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been given; and it appearing that the relief requested in the Applications is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Applications as modified on Exhibit A hereto are granted; and it is further

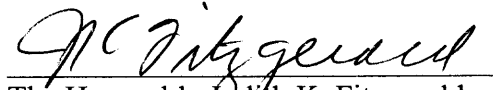
ORDERED that each of the Professionals is allowed in the amounts set forth in Exhibit A (i) compensation for services rendered during the Compensation Period and (ii) reimbursement for actual and necessary expenses incurred during the Compensation Period; and it is further

ORDERED that the Debtors are authorized and directed to make payment to each of the Professionals, 100% of any and all fees and 100% of any and all expenses listed in Exhibit A that have not yet been paid pursuant to the Interim Compensation Order, provided, however, that all fees and expenses paid pursuant to this order are subject to final allowance by the Court pursuant to the terms of the Interim Compensation Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Wilmington, Delaware

Dated: 11/25, 2002

A handwritten signature in cursive script, appearing to read "Judith K. Fitzgerald", written over a horizontal line.

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

Exhibit A

BILZIN SUMBERG DUNN BAENA PRICE & AXELROD						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis⁴	Expenses Allowed on Interim Basis³
1st Quarter	8/6/2001	883	\$389,683.75	\$43,268.05		
2nd Quarter	11/9/2001	1105	\$297,019.50	\$183,000.14		
3rd Quarter	2/7/2002	1642	\$215,475.50	\$195,640.24		
Total:			\$902,178.75	\$421,908.43	\$858,501.75	\$421,908.43

BLACKSTONE GROUP LLP						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	7/31/2001	783	\$519,166.67	\$7,663.95		
2nd Quarter	12/29/2001	1429	\$525,000.00	\$31,475.46		
3rd Quarter	1/31/2002	1591	\$525,000.00	\$14,653.41		
Total:			\$1,569,166.67	\$53,792.82	\$1,569,166.67	\$38,677.48

CAMPBELL AND LEVINE						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	7/27/2001	748	\$16,994.50	\$1,653.14		
2nd Quarter	1/10/2002	1486	\$53,863.00	\$6,363.58		
3rd Quarter	1/31/2002	1576	\$32,084.50	\$8,052.31		
Total:			\$102,942.00	\$16,069.03	\$102,620.75	\$16,069.03

CAPLIN AND DRYSDALE, CHARTERED						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	7/27/2001	747	\$100,755.00	\$8,195.21		
2nd Quarter	10/31/2001	1049	\$142,881.00	\$13,524.60		
3rd Quarter	1/28/2002	1557	\$94,630.50	\$3,768.08		
Total:			\$338,266.50	\$25,487.89	\$334,596.00	\$25,487.89

⁴ The columns for "Fees Allowed on Interim Basis" and "Expenses Allowed on Interim Basis" for each applicant are not itemized by quarter because the fee auditor's adjustments were calculated based on the total fees and expenses sought for the entire reviewing period, April 2001 through December 2001, not on a quarterly basis.

CASNER & EDWARDS LLP						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis ³	Expenses Allowed on Interim Basis ³
1st Quarter	n/a	n/a	\$0.00	\$0.00		
2nd Quarter	3/15/2002	1823	\$8,023.50	\$21.24		
3rd Quarter	3/15/2002	1823	\$281,892.50	\$13,772.91		
Total:			\$289,916.00	\$13,794.15	\$289,916.00	\$13,794.15

OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE CLAIMANTS						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis ³	Expenses Allowed on Interim Basis ³
1st Quarter	7/2/2001	1069	\$0.00	\$35,875.33		
2nd Quarter	11/9/2001	1103	\$0.00	\$20,195.10		
3rd Quarter	2/7/2002	1641	\$0.00	\$9,456.87		
Total:			\$0.00	\$65,527.30	\$0.00	\$65,527.30

CONWAY, DEL GENIO, GRIES & CO., LLP						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis ³	Expenses Allowed on Interim Basis ³
1st Quarter	10/26/2001	1036	\$170,000.00	\$8,779.13		
2nd Quarter	10/26/2001	1036	\$450,000.00	\$5,597.08		
3rd Quarter	2/26/2002	1718	\$450,000.00	\$4,063.91		
Total:			\$1,070,000.00	\$18,440.12	\$1,070,000.00	\$18,440.12

DUANE MORRIS LLP						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis ³	Expenses Allowed on Interim Basis ³
1st Quarter	n/a	n/a	\$41,314.50	\$4,026.77		
2nd Quarter	2/5/2002	1623	\$22,375.50	\$9,113.34		
3rd Quarter	2/11/2002	1660	\$17,349.50	\$3,436.30		
Total:			\$81,039.50	\$16,576.41	\$68,886.50	\$16,576.41

FERRY & JOSEPHS, P.A.						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	7/30/2001	767	\$19,003.50	\$4,378.06		
2nd Quarter	10/31/2001	1056	\$23,948.00	\$6,189.16		
3rd Quarter	1/31/2002	1586	\$21,014.00	\$5,381.10		
Total:			\$63,965.50	\$15,948.32	\$63,965.50	\$15,948.32

FTI POLICANO & MANZO						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	7/30/2001	776	\$196,005.50	\$7,094.17		
2nd Quarter	11/23/2001	1230	\$247,231.00	\$7,992.39		
3rd Quarter	2/7/2002	1647	\$146,678.00	\$6,540.87		
Total:			\$589,914.50	\$21,627.43	\$574,021.11	\$20,474.88

HOLME ROBERTS AND OWEN LLP						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	n/a	n/a	\$0.00	\$0.00		
2nd Quarter	11/7/2001	1092	\$285,970.50	\$47,668.25		
3rd Quarter	3/1/2002	1748	\$442,631.50	\$74,769.32		
Total:			\$728,602.00	\$122,437.57	\$718,144.50	\$115,781.52

KIRKLAND & ELLIS						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	8/2/2001	775	\$1,753,799.50	\$155,393.83		
2nd Quarter	11/7/2001	1090	\$1,392,534.50	\$81,482.19		
3rd Quarter	2/7/2002	1644	\$1,423,332.50	\$84,679.70		
Total:			\$4,569,666.50	\$321,555.72	\$4,565,461.00	\$321,555.72

KLETT ROONEY LIEBER AND SCHORLING						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	n/a	n/a	\$0.00	\$0.00		
2nd Quarter	n/a	n/a	\$0.00	\$0.00		
3rd Quarter	12/28/2001 & 1/25/2002	1426 & 1548	\$9,637.50	\$2,969.43		
Total:			\$9,637.50	\$2,969.43	\$9,637.50	\$2,969.43

KRAMER LEVIN NAFTALIS & FRANKEL						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	n/a	n/a	\$0.00	\$0.00		
2nd Quarter	10/30/2001	1044	\$98,742.00	\$11,505.90		
3rd Quarter			\$79,151.50	\$7,033.74		
Total:			\$177,893.50	\$18,539.64	\$176,976.00	\$17,114.64

LEGAL ANALYSIS SYSTEMS, INC.						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	9/21/2001	955	\$38,340.50	\$2,001.38		
2nd Quarter	4/29/2002	1985	\$8,578.00	\$0.00		
3rd Quarter	6/19/2002	1979	\$9,419.50	\$0.00		
Total:			\$56,338.00	\$2,001.38	\$48,663.00	\$1,780.88

NELSON MULLINS RILEY and SCARBOROUGH, LLP						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	n/a	n/a	\$0.00	\$0.00		
2nd Quarter	9/3/2002	2640	\$129,061.50	\$1,920.35		
3rd Quarter	9/3/2002	2642	\$119,593.50	\$2,190.74		
Total:			\$248,655.00	\$4,111.09	\$247,825.00	\$4,111.09

PACHULSKI, STANG, ZIEHL, YOUNG & JONES, P.C.						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis ³	Expenses Allowed on Interim Basis ³
1st Quarter	11/21/2001	1227	\$122,597.25	\$76,711.22		
2nd Quarter	1/8/2002	1468	\$39,606.00	\$50,845.83		
3rd Quarter	5/14/2002	2050	\$88,429.25	\$44,896.10		
Total:			\$250,632.50	\$172,453.15	\$248,394.00	\$170,314.34

PITNEY, HARDIN, KIPP AND SZUCH LLP ⁵						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis ³	Expenses Allowed on Interim Basis ³
1st Quarter	8/14/2001	796	\$80,776.00	\$28,327.73		
2nd Quarter	1/9/2002	1481	\$186,646.50	\$30,505.83		
3rd Quarter	3/28/2002	1871	\$456,487.00	\$28,241.08		
Total:			\$723,909.50	\$87,074.64	\$477,533.50	\$87,074.64

REED SMITH LLP						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis ³	Expenses Allowed on Interim Basis ³
1st Quarter	n/a	n/a	\$0.00	\$0.00		
2nd Quarter	10/30/2001	1055	\$286,500.00	\$11,376.69		
3rd Quarter	11/30/2002	1610	\$598,028.00	\$76,007.27		
Total:			\$884,528.00	\$87,383.96	\$875,629.50	\$80,790.87

STEPTOE & JOHNSON LLP						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis ³	Expenses Allowed on Interim Basis ³
1st Quarter	n/a	n/a	\$0.00	\$0.00		
2nd Quarter	6/19/2002	2253	\$133,253.00	\$7,109.29		
3rd Quarter	6/19/2002	2257	\$68,713.00	\$966.72		
Total:			\$201,966.00	\$8,076.01	\$198,590.50	\$8,076.01

⁵ Total fees requested for the 3rd Quarter include a contingency fee of \$240,000.00 requested by the applicant in a separately filed Special Fee Application.

STROOCK & STROOCK & LAVAN LLP						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	7/30/2001	770	\$369,873.75	\$19,318.00		
2nd Quarter	11/1/2001	1068	\$204,923.50	\$15,015.57		
3rd Quarter	2/8/2002	1658	\$329,842.00	\$21,880.90		
Total:			\$904,639.25	\$56,214.47	\$887,112.50	\$54,578.77

L. TERSIGNI CONSULTING, P.C.						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	9/21/2001	953	\$15,998.75	\$1,037.07		
2nd Quarter	1/10/2002	1484	\$36,855.75	\$2,595.54		
3rd Quarter	1/31/2002	1585	\$46,931.25	\$2,345.75		
Total:			\$99,785.75	\$5,978.36	\$99,785.75	\$5,927.97

WALLACE KING MARRARO & BRANSON PLLC						
Fee Application Filing Date & Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis³	Expenses Allowed on Interim Basis³
1st Quarter	12/4/2001	1301	\$742,843.90	\$141,981.71		
2nd Quarter	1/23/2002	1543	\$367,286.30	\$133,442.90		
3rd Quarter	6/5/2002	2172	\$231,020.70	\$40,904.16		
Total:			\$1,341,150.90	\$316,328.77	\$1,338,827.90	\$316,328.77